

The Honorable Karen A. Overstreet  
Chapter 11  
Hearing Place: Seattle, Room 7206  
Hearing Date: April 9, 2010, 9:30 a.m.  
Response Date: April 8, 2010, 12:00 noon

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF WASHINGTON AT SEATTLE

In re

QL2 SOFTWARE, INC.,

Debtor.

Case No. 10-10209-KAO

ORDER AUTHORIZING RULE 2004  
EXAMINATION OF GRAHAM &  
DUNN, PC AND ITS SHAREHOLDER  
PATRICK J. FRANKE

This matter having come before the Court on the Application for Ex Parte Order Authorizing Rule 2004 Examination of Graham & Dunn, PC and Its Shareholder Patrick J. Franke (the "Application") filed by creditors Tumelson Family Limited Partnership, Katie Taylor, and Kelly Tumelson (collectively, the "Tumelsons"); the Court having set a hearing and response deadline on the Application on shortened time; the Court having considered the Application, the response of the Debtor, the argument of counsel, and the files and records herein; and the Court finding that good cause exists to grant the Application; now, therefore,

IT IS HEREBY ORDERED, as follows:

1. The Application is granted as set forth herein.
2. The Tumelsons may take the Rule 2004 Examination of Graham & Dunn, PC and its shareholder Patrick J. Franke, either together or separately, and compel the production of testimony, documents and things, pursuant to subpoena(s) setting forth the time and place for

1 said testimony, production and/or examination. Documents shall be produced on April 21, 2010,  
2 at 9:00 a.m. A deposition of Mr. Franke may be taken after April 21, 2010.

3 **3. The documents to be produced pursuant to subpoena are:**

4 All records and information in the possession, custody, or control of Graham &  
5 Dunn relating in any way to its dealings with the Debtor, from May 23, 2008, to the present, after  
6 having been redacted for privileged and work-product information, limited to documents  
7 evidencing the following:

8 (A) Invoices issued by Graham & Dunn and all time records kept by Graham  
9 & Dunn;

10 (B) Internal communications of Graham & Dunn attorneys or employees  
11 concerning Graham & Dunn's billing of the Debtor, the amount of its invoices, and payments;

12 (C) External communications of Graham & Dunn attorneys or employees with  
13 any third party, including the Debtor, concerning Graham & Dunn's billing, the amount of its  
14 invoices, and payments;

15 (D) The role that Graham & Dunn or any of its attorneys performed in the  
16 hiring by QL2 of Russ Aldrich;

17 (E) The role that Graham & Dunn or any of its attorneys perform or  
18 performed in the management of QL2;

19 (F) Fee agreements between Graham & Dunn and QL2;

20 (G) Payments by QL2 to Graham & Dunn;

21 (H) A disclosure of all connections between Mr. Aldrich, Graham & Dunn,  
22 and Mr. Franke; and

23 (I) All documents evidencing debt of QL2 to Graham & Dunn, including  
24 without limitation any promissory notes, and any security interest granted by QL2 to Graham &  
25 Dunn.  
26

1                   4.       This Order shall constitute a protective order prohibiting the subpoena of  
2 any and all information that is protected by the attorney-client privilege or as attorney work  
3 product, as noted above.

4                   DATED this \_\_\_\_\_ day of April, 2010.

7  
8                   \_\_\_\_\_  
The Honorable Karen A. Overstreet  
United States Bankruptcy Judge

9 Presented by:

10 MILLER NASH LLP

11  
12 /s/ John R. Knapp, Jr.

13 John R. Knapp, Jr., WSB No. 29343

14 Adam G. Hughes, WSB No. 34438

15 Attorneys for Creditors  
Tumelson Family Limited Partnership,  
Kelly Tumelson and Katie Taylor

16 Agreed as to form and approved for entry;  
17 Notice of presentation waived:

18 KARR TUTTLE CAMPBELL

19 /s/ Diana K. Carey

20 Diana K. Carey, WSB No. 16239

21 Attorneys for Debtor  
QL2 Software, Inc.

22 GRAHAM & DUNN, PC

23 /s/ Mark D. Northrup

24 Mark D. Northrup, WSB No. 16947